FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington,	D.C. 20548	,

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average bu	rden						
hours per response:	0.5						

Common Stock, par value \$0.01 per share 10/12/2016 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (ChecLine) X Form filed by One Reporting Parson Form filed by More than One Parson Transaction Date (Month/Day/Year) Month/Day/Year M	Name and Address of Reporting Person* Magee Leslie S						2. Issuer Name and Ticker or Trading Symbol H&E Equipment Services, Inc. [HEES]									Check all a Di V O	ship of Reporti applicable) rector fficer (give title	J	10% C	wner (specify
City (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	C/O H&E EQUIPMENT SERVICES, INC.															below) below)				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 3. Transaction Date (Month/Day/Year) 5. Amount of Securities Beneficially Owned (Instr. 4) 6. Ownership Form: Direct (D) or indirect	(Street) BATON ROUGE LA 70809									X Form filed by One Reporting Person Form filed by More than One Reporting										
Date (Month/Day/Year) Date			Tab	le I - No	n-Deriv	ative	Sec	curitie	s Acc	quired,	Dis	posed o	of, o	r Ben	efici	ally Ow	ned			
Common Stock, par value \$0.01 per share Code V	Date					ay/Year) Execution Date		ution Date,		Transaction Disposed Code (Instr. 5)					nd Sed Bei Ow	curities neficially ned Following	Forn (D) (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Comperitative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Securities Underlying Derivative Securities Derivative Securities (Month/Day/Year) 8. Price of Derivative Securities Deneficially Owned (A) or Disposed of (D) (Instr. 3, 4 and 5) 9. Number of Derivative Securities Deneficially Owned (A) or Disposed of (D) (Instr. 3, 4 and 5)										Code	v	Amount			Price	ੑ Tra	nsaction(s)			()
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Instr. 3) (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Conversion or Exercise Price of Derivative Security (Instr. 3) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Exercisable and Expiration Date (Month/Day/Year) Code (Instr. 8) 5. Number of Expiration Date (Month/Day/Year) Code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) Securities Underlying Derivative Security (Instr. 3) Acquired (A) or Disposed of (D) (Instr. 3, 4) Instr. 4) Instr. 4) Instr. 4)	Common S	Stock, par	value \$0.01 per	share	10/12	/2016		F ⁽¹⁾		965	965 D \$		\$15	.69 78,016			D			
Derivative Security (Instr. 3) Date Conversion of Exercise (Instr. 3) Price of Derivative Security Securities																				
or Number	Derivative Conversion or Exercise (Instr. 3) Price of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Execution Date, (Month/Day/Year) (Month/Day/Year) 8				Transa Code (ansaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4			Expiration Date (Month/Day/Year) Amoun Securit Underly Derivat Securit				Amount of Securities Juderlying Derivative Security (Instr. and 4)		Derivativ Security	e derivative Securities Beneficially Owned Following Reported Transaction	e s ally	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

1. Return of securities to the Company in payment of Reporting Person's tax liability in connection with the vesting of previously issued restricted stock.

Remarks:

/s/ W. Scott Bozzell Attorney-

10/13/2016

in-Fact

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.